

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

<hr/>	§	
In re:	§	CHAPTER 11
ESCO MARINE, INC., et al¹	§	
	§	CASE NO. 15-20107
Debtors.	§	
	§	Jointly Administered

CALLIDUS CAPITAL CORPORATION'S NOTICE OF RIGHT TO CREDIT BID

PLEASE TAKE NOTICE that pursuant to paragraph 11 of the Bidding Procedures² Callidus “may submit a credit bid (or bid using a similar mechanism, including a bid by one of its affiliates) under [the] Bidding Procedures up to the full amount of its pre-petition and post-petition claims.”

PLEASE TAKE FURTHER NOTICE that pursuant to paragraph 9 of the Bidding Procedures, Callidus Capital Corporation (“Callidus”) has the right to credit bid at any auction, sale or foreclosure sale up to the amount of \$33,470,722.60 as of July 10, 2015 as detailed on the attached Exhibit A.

PLEASE TAKE FURTHER NOTICE that nothing in this Notice obligates Callidus to credit bid in any certain amount or at all, and Callidus expressly preserves all of its rights and

¹ Other affiliated debtors are Esco Metals, LLC (Case No. 15-20108); Esco Shredding, LLC (Case No. 15-20109); Texas Best Recycling, LLC (Case No. 15-20110); Texas Best Equipment, LLC (Case No. 15-20111) (collectively, the “Debtors”).

² The Bidding Procedures were approved by *Order Approving (A)(I) Bidding Procedures In Connection With The Debtors’ Sale of Substantially All Of Their Assets By Public Auction; (II) Scheduling A Hearing To Consider The Sale of Assets; And (III) Approving The Form And Manner Of Notice Thereof; (B)(I) Authorizing And Approving The Sale Of Assets Free And Clear Of Liens, Claims, Encumbrances And Interests; And (II) Approving The Assumption And Assignment Of Potential Designated Executory Contracts And Unexpired Leases; And (C) Granting Related Relief* (entered on June 26, 2015 [Doc No. 260]).

remedies with respect to the Bidding Procedures, any auction, sale, or foreclosure sale and its right to credit bid or otherwise.

Dated: July 12, 2015

Respectfully submitted,

***JORDAN, HYDEN, WOMBLE,
CULBRETH & HOLZER, P.C.***

/s/ Nathaniel Peter Holzer
Shelby A. Jordan
Texas Bar No. 11016700
Nathaniel Peter Holzer
Texas Bar No. 00793971
500 North Shoreline Blvd., Suite 900
Corpus Christi, TX 78401-0341
Telephone: (361) 884-5678
Facsimile: (361) 888-5555
sjordan@jhwclaw.com
pholzer@jhwclaw.com

- and -

DICKINSON WRIGHT PLLC

Michael C. Hammer (pro hac vice)
Michigan Bar No. P41705
350 S. Main Street, Suite 300
Ann Arbor, MI 48104
Telephone: (734) 623-1696
Facsimile: (734) 623-1625
MHammer@dickinsonwright.com

***ATTORNEYS FOR CALLIDUS CAPITAL
CORPORATION***

CERTIFICATE OF SERVICE

I certify that on July 12, 2015, the foregoing was served on all parties appearing in the case via the Court's CM/ECF system.

/s/ Nathaniel Peter Holzer
Nathaniel Peter Holzer

ANNARBOR 57558-6 196369v3